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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11
: Case No. 05-44481 [RDD]
DELPHI CORPORATION, *et al.*, : Jointly Administered
Debtors. :
:

**FIFTH NOTICE OF ADJOURNMENT OF SUFFICIENCY HEARING WITH
RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. 9319
(VANGUARD DISTRIBUTORS INC.)**

PLEASE TAKE NOTICE that on July 15, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 9319, (the "Proof of Claim") filed by Vanguard Distributors Inc. (the "Claimant") pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims and Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Objection").

PLEASE TAKE FURTHER NOTICE that on January 2, 2008, the Debtors filed the Notice Of Sufficiency Hearing With Respect To Debtors' Objection To Proof of Claim Numbers 9319 (Docket No. 11632) scheduling a sufficiency hearing (the "Sufficiency Hearing") for the purpose of addressing the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor on January 31, 2008, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that on January 18, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing Regarding Debtors' Objection To Proof Of Claim No. 9319 (Docket No. 12283) adjourning the Sufficiency Hearing to February 8, 2008 at 10 a.m.

PLEASE TAKE FURTHER NOTICE that on January 18, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing Regarding Debtors' Objection To Proof Of Claim No. 9319 (Docket No. 12361) adjourning the Sufficiency Hearing to March 11, 2008 at 10 a.m.

PLEASE TAKE FURTHER NOTICE that on February 25, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing Regarding Debtors' Objection To Proof Of Claim No. 9319 (Docket No. 12862) adjourning the Sufficiency Hearing to April 4, 2008 at 10 a.m.

PLEASE TAKE FURTHER NOTICE that on March 18, 2008, the Debtors filed the Notice Of Adjournment Of Claims Objection Hearing Regarding Debtors' Objection To Proof Of Claim No. 9319 (Docket No. 13167) adjourning the Sufficiency Hearing to April 18, 2008 at 10 a.m.

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 9(a)(ii) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016,

7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December 7, 2006 (Docket No. 6089) (the "Order"), the Claims Objection Hearing is hereby further adjourned to a future date to be noticed by the Debtors.

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. All provisions and deadlines set forth in the Order shall remain in full force and effect. Those deadlines calculated based on the hearing date shall be calculated based on the future hearing date or notice date, as applicable. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Claims Objection Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York
March 26, 2008

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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